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DAVIS POLK & WARDWELL

1300 I STREET, N W.

WASHINGTON, D C 20005

202-962-7000

FAX 202-962-7111

1 FREDERICK'S PLACE

LONDON EC2R 8AB

01-726-6250

1 CHASE MANHATTAN PLAZA  
NEW YORK, N Y 10005  
212-530-4000

499 PARK AVENUE  
NEW YORK, N Y 10022  
212-530-4000

4, PLACE DE LA CONCORDE  
75008 PARIS  
40 17 36 00

RECORDATION NO

16655A

FILED 1423

JUN 14 1990 -3 25 PM

WRITER'S DIRECT NUMBER

INTERSTATE COMMERCE COMMISSION

June 14, 1990

TOKIO KAIJO BUILDING SHINKAN

3, MARUNOUCHI 1-CHOME

CHIYODA-KU, TOKYO 100

(03) 201-8421

UNIT OF CREDIT UNIT

JUN 14 3 29 PM '90

Interstate Commerce Commission  
12th St. and Constitution Ave., N.W.  
Washington, D.C. 20423

Re: Trailer Train Company - Mortgage of Rolling  
Stock to Secure Series 49-A Equipment  
Trust Certificates

Attention: Noretta R. McGee, Secretary

Dear Madam Secretary:

I have enclosed two fully executed and acknowledged originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an amendment dated June 14, 1990, to a mortgage dated December 18, 1989, and is a "secondary document" as defined in the applicable regulations.

The primary document to which this is connected is recorded under Recordation No. 16655.

The names and addresses of the parties to the document are as follows:

Mortgagor: Trailer Train Company  
101 North Wacker Dr.  
Chicago, IL 60606

Mortgagee: Mercantile-Safe Deposit and Trust Company,  
Trustee  
Two Hopkins Plaza  
Baltimore, MD 21201

The equipment covered by the document is five-unit articulated double stack container well cars with interbox connectors, or other cars of comparable or better utility (which may include special use cars), but shall not include any

*Constitution*  
*Ronald Reagan*

June 14, 1990


special devices, racks or assemblies, at any time attached or affixed to any such equipment, the title to which is in a person other than the company.

A fee of fifteen dollars (\$15.00) is enclosed. Please return one of the originals to me at Davis Polk & Wardwell, 1300 I St., N.W., Washington, D.C., 20005.

A short summary of the document to appear in the index follows:

An amendment dated June 14, 1990, to a mortgage between Trailer Train Company, 101 North Wacker Drive, Chicago, Illinois, 60606, and Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, Maryland, 21201, dated December 18, 1989, and securing Series 49-A Equipment Trust Certificates, for five-unit articulated double stack container well cars with interbox connectors, or other cars of comparable or better utility (which may include special use cars), but not including any special devices, racks or assemblies, at any time attached or affixed to any such equipment, the title to which is in a person other than the Company.

Very truly yours,

  
Bruce K. Dallas  
Attorney for Trailer Train  
Company

**Interstate Commerce Commission**  
Washington, D.C. 20423

6/14/90

OFFICE OF THE SECRETARY

Bruce K. Dallas  
Davis Polk & Wardwell  
1300 I Street N.W.  
Washington, D.C. 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/14/90 at 3:35pm and assigned recordation number(s).  
16655-A

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

AMENDMENT DATED June 14, 1990 TO  
MORTGAGE (Recordation No. 16655)  
DATED DECEMBER 18, 1989 OF ROLLING  
STOCK TO SECURE SERIES 49-A  
EQUIPMENT TRUST CERTIFICATES  
OF TRAILER TRAIN COMPANY

RECORDATION NO. 16655-A FILED 1425

JUN 14 1990 - 3 35 PM

INTERSTATE COMMERCE COMMISSION

TRAILER TRAIN COMPANY, a Delaware corporation ("Company"), whose address is 101 North Wacker Drive, Chicago, Illinois 60606 and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, as Trustee, whose address is Two Hopkins Plaza, Baltimore, Maryland 21201, hereby amend the Mortgage dated December 18, 1989, (Recordation No. 16655), in respect of the Series 49-A Equipment Trust Certificates ("Certificates") of the Company, issued pursuant to an Equipment Trust Certificate Agreement dated as of December 18, 1989 ("Agreement"), by amending and restating Appendix A thereto as set forth in Appendix A hereto.

THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

This Amendment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. The Mortgage, as amended by this Amendment, along with the Agreement and the Certificates, although each are separate instruments, constitutes the entire agreement and understanding among the parties hereto and supersedes any and all prior agreements and understandings, oral or written, relating to the subject matter hereof.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be duly executed, as of this 14th day of June 1990.

TRAILER TRAIN COMPANY

By: Thomas D. Marion  
Name: Thomas D. Marion  
Title: TREASURER

[CORPORATE SEAL]

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, TRUSTEE

Attest:

By: \_\_\_\_\_  
Name: R.E. Schreiber  
Title: Vice President

\_\_\_\_\_  
Name:  
Title: Corporate Trust Officer

AMENDMENT DATED June 14, 1990 TO  
MORTGAGE (Recordation No. 16655)  
DATED DECEMBER 18, 1989 OF ROLLING  
STOCK TO SECURE SERIES 49-A  
EQUIPMENT TRUST CERTIFICATES  
OF TRAILER TRAIN COMPANY

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TRAILER TRAIN COMPANY, a Delaware corporation ("Company"), whose address is 101 North Wacker Drive, Chicago, Illinois 60606 and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, as Trustee, whose address is Two Hopkins Plaza, Baltimore, Maryland 21201, hereby amend the Mortgage dated December 18, 1989, (Recordation No. 16655), in respect of the Series 49-A Equipment Trust Certificates ("Certificates") of the Company, issued pursuant to an Equipment Trust Certificate Agreement dated as of December 18, 1989 ("Agreement"), by amending and restating Appendix A thereto as set forth in Appendix A hereto.

THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

This Amendment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. The Mortgage, as amended by this Amendment, along with the Agreement and the Certificates, although each are separate instruments, constitutes the entire agreement and understanding among the parties hereto and supersedes any and all prior agreements and understandings, oral or written, relating to the subject matter hereof.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be duly executed, as of this 14 th day of June 1990.

TRAILER TRAIN COMPANY

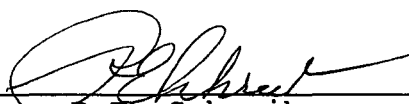
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[CORPORATE SEAL]

Attest:

  
\_\_\_\_\_  
Name: **Amelia E. Zukowski**  
Title: Corporate Trust Officer

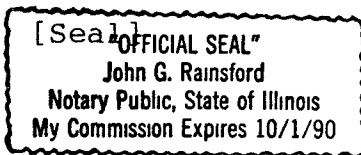
MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, TRUSTEE

By:   
\_\_\_\_\_  
Name: R.E. Schreiber  
Title: Vice President

STATE OF ILLINOIS

COUNTY OF COOK ss:

On this 30<sup>th</sup> day of May 1990 before me personally appeared Thomas D. Marion to me personally known, who being by me duly sworn, says that he is the TREASURER of TRAILER TRAIN COMPANY, a Delaware corporation, that the seal affixed to the foregoing Mortgage of Rolling Stock Secure Series 49-A Equipment Trust Certificates of Trailer Train Company is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



John G. Rainsford  
Notary Public

My Commission expires 10/1/90

STATE OF MARYLAND

COUNTY OF Baltimore ss:

On this 24th day of May 1990 before me personally appeared Russell E. Schreiber to me personally known, who being by me duly sworn, says that he is a vice president of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that the seal affixed to the foregoing Mortgage of Rolling Stock to Secure Series 49-A Equipment Trust Certificates of Trailer Train Company is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*[Signature]*  
Notary Public

My Commission expires 12-27-93

## SCHEDULE A

TRAILER TRAIN COMPANY EQUIPMENT TRUST AGREEMENT SERIES 49A  
DATED AS OF DECEMBER 18, 1989  
FINAL EQUIPMENT LIST

BUILDER/ CAR TYPE	QUANTITY	CAR NUMBERS (INCLUSIVE)	DELIVERY PERIOD	CONTRACT
GUNDERSON, INC.				
FIVE-UNIT ARTICULATED DOUBLE STACK CONTAINER WELL CARS WITH INTERBOX CONNECTORS, AND CAPACITY FOR ONE 48' OR TWO 20' CONTAINERS IN ALL WELLS - DTTX.	35	73214-73248.	OCTOBER, 1989	T-4088-F
	4	73275-73278.	OCTOBER, 1989	T-2089-F
FIVE-UNIT ARTICULATED DOUBLE STACK CONTAINER WELL CARS WITH INTERBOX CONNECTORS, AND CAPACITY FOR ONE 40' OR TWO 20' CONTAINERS IN ALL WELLS - DTTX.	55	73279-73332, 73340.	JAN. MARCH, '90	T-4089-F
	25	73333-73339, 73341-73358.	MARCH-APRIL, '90	T-4089-F
FIVE-UNIT ARTICULATED DOUBLE STACK CONTAINER WELL CARS WITH INTERBOX CONNECTORS, AND CAPACITY FOR ONE 48' OR TWO 20' OR 24' CONTAINERS IN ALL WELLS - DTTX.	27	73359-73385.	FEB.-MARCH, '90	T-4089-F
	15	73386-73400	APRIL, '90	T-4089-F
THRALL CAR MANUFACTURING CO.				
FIVE-UNIT ARTICULATED DOUBLE STACK CONTAINER WELL CARS WITH INTERBOX CONNECTORS, AND CAPACITY FOR ONE 48', OR TWO 20' OR 24' CONTAINERS IN ALL WELLS - DTTX.	60	72322-72381.	OCT.-NOV., '89	T-5A88-T
	100	72382-72481.	JAN.-MAY, '90	T-4A89-T
	61	72482-72507, 72509-72541, 72543, 72544.	JAN.-MAY, 1990	T-5089-T
TRINITY INDUSTRIES, INC.:				
FIVE-UNIT ARTICULATED DOUBLE STACK CONTAINER WELL CARS WITH INTERBOX CONNECTORS, AND CAPACITY FOR ONE 40' OR TWO 20' CONTAINERS IN END WELLS AND ONE 48' CONTAINER IN INTERMEDIATE WELLS- DTTX.	8	74111, 74114-74117, 74119-74121.	SEPTEMBER, 1989	T-2089-P



FIVE-UNIT ARTICULATED DOUBLE  
STACK CONTAINER WELL CARS WITH  
INTERBOX CONNECTORS, AND CAPACITY  
FOR ONE 48' CONTAINER IN ALL WELLS  
AND TWO 20' CONTAINERS IN END  
WELLS- DTTX.

10 74128-74135.

SEPTEMBER, 1989

~~1-2009-T~~

FIVE-UNIT ARTICULATED DOUBLE  
STACK CONTAINER WELL CARS WITH  
INTERBOX CONNECTORS, AND CAPACITY FOR  
ONE 48' CONTAINER, OR TWO 20' OR 24'  
CONTAINERS IN ALL WELLS- DTTX.

6 74151-74158.

MARCH-APRIL, '90

T-5089-P